



City of Alameda • California

February 2, 2012

Mr. Thomas Marshall  
Executive Vice President-Development  
Catellus Development Corporation  
1900 Main Street, 5th Floor  
Irvine, CA 92614

Re: Alameda Landing - Administrative Amendment to Planning Board Resolution  
PB-12-01

Dear Mr. Marshall:

On January 9, 2012, the Planning Board of the City of Alameda adopted Resolution PB-12-01, A Resolution of the Planning Board of the City of Alameda Approving Development Plan Amendment PLN11-0328, Street Design Plans Amendment, and Third Addendum to the Environmental Impact Report at Tract 7884 (Alameda Landing Retail Center) (the "Resolution"). The Resolution approves, among other things, the Development Plan for the Retail Center component of the Alameda Landing Commercial Project, subject to enumerated conditions. The Resolution contains Condition 8.1, which Catellus voluntarily agreed to at the Planning Board hearing on the Resolution.

Pursuant to Section 6.4.3 of the Development Agreement, Catellus has applied for an Administrative Amendment to Condition 8.1 of the Resolution. Specifically, Catellus has requested that Condition 8.1 be amended pursuant to Development Agreement Section 6.4.3 to read as follows, provided that (i) United Food & Commercial Workers Local 5 and Caremela Hernandez (the "Appellant") withdraw the January 19, 2012, appeal of the Resolution (the "Appeal"); and (2) no request for a public hearing on the Administrative Amendment is made by any party within the time permitted by the Development Agreement. The Appellant has indicated its approval of the amendment of Condition 8.1 as follows, and has withdrawn its appeal, subject to (i) the Community Development Director approving the Administrative Amendment, and (ii) no request for a public hearing on the Administrative Amendment being made by any party within the time permitted by the Development Agreement.

No single retail store or tenant in the Retail Center that exceeds 90,000 square feet in size shall include ten percent (10%) or more sales floor area devoted to non-taxable merchandise for a period of twenty (20) years from the issuance of the initial certificate of occupancy for the building in which the store or tenant is located. Thereafter, there shall be no limitation on the percentage of floor area devoted to non-taxable merchandise within the Retail Center. Notwithstanding the foregoing, in the event that the City's zoning ordinance is amended to eliminate or make less restrictive the prohibition of "super stores" (as defined in the zoning ordinance) in any zoning district, then this condition shall be automatically eliminated or made less restrictive to the same extent as the amendment to the zoning ordinance. Any amendment to this Condition 8.1, other

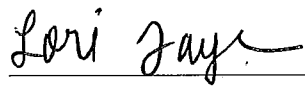
than an automatic amendment pursuant to the immediately preceding sentence, shall require a noticed public hearing before the Planning Board, subject to appeal to the City Council pursuant to the applicable provisions of Section 3-25 of the Alameda Municipal Code, in accordance with the Development Agreement, including without limitation the applicable provisions of Section 30-4.20 of the Alameda Municipal Code.

The requested amendment provides greater implementation detail and extends the term of the limitation on non-taxable sales at the Retail Center as agreed to by Catellus at the Planning Board hearing, but does not materially alter the Retail Center approval or the Alameda Landing Commercial Project. The requested amendment is consistent with the Bayport Alameda Landing Master Plan and other Applicable Rules and Vested Elements as defined in the Development Agreement.

On behalf of the City, I find that the requested amendment of Condition 8.1 of the Resolution qualifies for an Administrative Amendment pursuant to Development Agreement Section 6.4.3 because it (a) is minor when considered in light of the Alameda Landing Commercial Project as a whole; and (b) substantially conforms with the material terms of the Development Agreement. On behalf of the City, I approve the Administrative Amendment. In accordance with Section 6.4.3 of the Development Agreement, this Administrative Amendment shall be noticed as an information item and placed on the agenda (together with a summary of the Administrative Amendment) for the February 13, 2012, Planning Board meeting.

Sincerely,

CITY OF ALAMEDA

A handwritten signature in cursive script, reading "Lori Taylor", written over a horizontal line.

Lori Taylor  
Community Development Director